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ATTORNEYS AT LAW

250 S. MAIN AVENUE

GROVELAND, FLORIDA 34738-0057

JULIA R. LAW
OF COUNSEL
ARTHUR E. ROBERTS

March 4, 1996

MAILING ADDRESS
P. O. Box 87
TELEPHONE: 904/429-2183
FAX: 904/429-3035

Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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-03/11/96--01070--004
****122.50 ****122.50

Attention: Corporations

Re: Worthington Place Homeowners Association, Inc.

Gentlemen:

Enclosed please find the articles of incorporation for Worthington Place Homeowners Association, Inc., a non-profit corporation; certificate designating place of business; certificate of designation of registered agent/registered office; and my check in the amount of \$122.50. Upon filing, I would appreciate receiving a certified copy.

If additional information is required or desired, please advise me.

Thanking you for your assistance, I remain

Sincerely,

ARTHUR E. ROBERTS

AER/bh

Enclosures

SR MAR 15 1996

TALLAHASSEE, FLORIDA

MAR 11 1996

ARTICLES OF INCORPORATION
OF
WORTHINGTON PLACE HOMEOWNERS ASSOCIATION, INC.
(A Florida Non-Profit Corporation)

FILED
SEPT 11 AM 11:47
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is WORTHINGTON PLACE HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of water retention areas and stormwater swales within that certain tract of property described as:

ALL THAT REAL PROPERTY DESCRIBED IN EXHIBIT "A" ATTACHED
HERETO AND MADE A PART HEREOF,

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this corporation for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court in and for Lake County, Florida, and as the same may be amended from time to time as therein provided, said declaration being incorporated herein as set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) The corporation shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit No. 40-069-0176 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system;

(h) The corporation shall levy and collect adequate assessments against members of the corporation for the costs of maintenance and operation of the surface water or stormwater management system;

(i) Have and to exercise any and all powers, rights and privileges which a corporation may now or hereafter have or exercise under the laws of the State of Florida governing corporations not for profit.

ARTICLE III

The term of existence of the corporation shall be perpetual.

ARTICLE IV

There shall be three (3) members of the initial Board of Directors of the corporation. The names and addresses of the persons who are to serve as directors until the first election thereof are as follows:

JACK A. SCHOENTHALER

81 North Carol Avenue
Mascotte, Florida 34753

JIMMY SCHOENTHALER

81 North Carol Avenue
Mascotte, Florida 34753

JEFFREY STUART

81 North Carol Avenue
Mascotte, Florida 34753

The Board of Directors shall be elected by a majority of the members pursuant to the By-Laws of the corporation.

ARTICLE V

The affairs of the corporation are to be managed by a President and Secretary-Treasurer. Such officers will be elected annually. The names of the persons who are to serve as officers until the first election of officers under these Articles of Incorporation are as follows:

JACK A. SCHOENTHALER

President

JIMMY SCHOENTHALER

Secretary-Treasurer

ARTICLE VI

(a) This corporation shall have no capital stock and shall be composed of members rather than stockholders. The membership of the corporation shall consist of owners of a fee interest in any lot included in the 131 lots of Worthington Place, Lake County, Florida. Each member shall be entitled to one vote for each lot owned.

(b) Upon transfer of title to a member's interest in the aforescribed property by death, sale or otherwise, the transferor shall be terminated as a member and the transferee shall be eligible for membership pursuant to the foregoing provisions of this article.

(c) There shall at no time be more than one voting member for each lot included in the 131 lots of Worthington Place, Lake County, Florida.

(d) The recreational area of the above-described property will be used for recreational purposes only. Access thereto will be limited to members of the corporation and limited associate members.

ARTICLE VII

The By-Laws of the corporation are to be made, altered or rescinded by the voting members of the corporation.

ARTICLE VIII

These Articles of Incorporation may be amended by the act of the voting members of the corporation. Such amendments may be proposed and adopted in the manner provided in the By-Laws of the corporation.

ARTICLE IX

This corporation shall be dissolved and its affairs wound up by a two-thirds (2/3) vote of the corporation's voting members or when the object for which the corporation is organized has been fully accomplished.

In the event of termination, dissolution or final liquidation of the corporation, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X

The address of this corporation's initial registered office in the State of Florida is 81 North Carol Avenue, Mascotte, Florida 34753. The name of the initial registered agent at the above address is JACK A. SCHOENTHALER.

ARTICLE XI

The name and residence address of the subscribers of these Articles of Incorporation are:

JACK A. SCHOENTHALER	81 North Carol Avenue Mascotte, Florida 34753
JIMMY SCHOENTHALER	81 North Carol Avenue Mascotte, Florida 34753
JEFFREY STUART	81 North Carol Avenue Mascotte, Florida 34753

ARTICLE XII

Existence of the corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation under the laws of the State of Florida have executed these Articles of Incorporation on the 22nd day of DECEMBER, 1995.

JACK A. SCHOENTHALER

JIMMY SCHOENTHALER

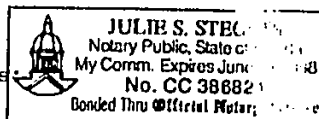
JEFFREY STUART

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JACK A. SCHOENTHALER, who is personally known to me or who has produced _____ as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of December, 1995.

Julie S. Steorts
NAME:
Notary Public
Commission No.:
Commission Expires:

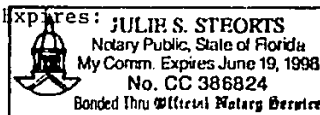


STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JIMMY SCHOENTHALER, who is personally known to me or who has produced _____ as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of December, 1995.

Julie S. Steorts
NAME:
Notary Public
Commission No.:
Commission Expires:



STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JEFFREY STUART, who is personally known to me or who has produced _____ as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of December, 1995.

Julie S. Steorts
NAME:
Notary Public
Commission No.:
Commission Expires:

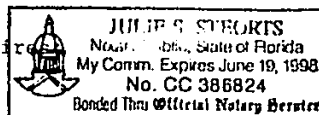


EXHIBIT "A"

Tracts 7 and 8, BLUFF LAKE ESTATES, according to the Plat thereof as recorded in Plat Book 11, Page 79, Public Records of Lake County, Florida, LESS the West 300.00 feet thereof, ALSO LESS the East 10.00 feet thereof.

AND, The SE 1/4 of the SW 1/4 of Section 11, Township 22 South, Range 24 East, Lake County, Florida, lying North and West of Underpass Road, LESS the West 300.00 feet of the North 425.00 feet thereof.

AND, That portion of the South 1/2 of the SE 1/4 of Section 11, Township 22 South, Range 24 East, Lake County, Florida, lying North and West of Underpass Road.

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 617.023, Florida Statutes:

WORTHINGTON PLACE HOMEOWNERS ASSOCIATION, INC.

a corporation not for profit, organized (or organizing) under the laws of the

State of Florida, with its principal office at 81 North Carol

Avenue, in the city of Mascotte,

County of Lake, State of Florida,

has named JACK A. SCHOENTHALER located at

81 North Carol Avenue
(Street Address & Number of Bldg, P. O. Box Address Not Acceptable)

City of Mascotte, County of Lake

State of Florida, as its agent to accept service of process within this state.

OFFICERS:

Name	Title	Specific Address
<u>JACK A. SCHOENTHALER</u>	<u>(P)</u>	<u>81 N. Carol Ave., Mascotte, FL 34753</u>
<u>JIMMY SCHOENTHALER</u>	<u>(S)</u>	<u>81 N. Carol Ave., Mascotte, FL 34753</u>
<u>JIMMY SCHOENTHALER</u>	<u>(T)</u>	<u>81 N. Carol Ave., Mascotte, FL 34753</u>
	<u>(V)</u>	

DIRECTORS:

Specific Address

<u>JACK A. SCHOENTHALER</u>	<u>81 N. Carol Ave., Mascotte, FL 34753</u>
<u>JIMMY SCHOENTHALER</u>	<u>81 N. Carol Ave., Mascotte, FL 34753</u>
<u>JEFFREY STUART</u>	<u>81 N. Carol Ave., Mascotte, FL 34753</u>

By:

(Corporate Officer)

JACK A. SCHOENTHALER

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Registered Agent JACK A. SCHOENTHALER


CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: WORTHINGTON PLACE HOMEOWNERS
ASSOCIATION, INC.

2. The name and address of the registered agent and office is:
NAME: JACK A. SCHOENTHALER
ADDRESS: 81 North Carol Avenue
Mascotte, Florida 34753

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



JACK A. SCHOENTHALER

Dated: 12-22-95